

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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FIRSTBANK PUERTO RICO,	:	
	:	
Plaintiff,	:	09 Civ. 10317 (GBD)
	:	
- against -	:	
	:	
BARCLAYS CAPITAL INC.,	:	
	:	
Defendant.	:	
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DECLARATION OF ARI D. MACKINNON

Pursuant to 28 U.S.C. § 1746, Ari D. MacKinnon declares as follows:

1. I am an associate of the law firm of Cleary Gottlieb Steen & Hamilton LLP, counsel for defendant Barclays Capital Inc. (“Barclays”). I am a member of the Bar of this Court.

2. I submit this Declaration in connection with Barclays’ Reply Memorandum of Law in Further Support of its Motion to Refer this matter to the Bankruptcy Court.

3. I attach true and correct copies of the following documents as Exhibits A through F, each of which, in its entirety or in excerpted form, was previously submitted to the Court in connection with Barclays’ motions to dismiss and to refer this action to the Bankruptcy Court:

<u>Exhibit</u>	<u>Document</u>
A	Motion to Dismiss Hearing Transcript, dated April 29, 2010.
B	Notice of Filing Unredacted Volume 5 of Examiner’s Report, dated April 14, 2010 (D.I. 8307 in <u>In re Lehman Brothers Holdings Inc.</u> , No. 08-13555 (JMP) (Bankr. S.D.N.Y.)) (excerpt).

<u>Exhibit</u>	<u>Document</u>
C	Clarification Letter Agreement, dated September 20, 2008, and attached as Exhibit C to the Notice of Filing of Purchase Agreement Approved by Order Under 11 U.S.C. §§ 105(a), 363, and 365 and Federal Rules of Bankruptcy Procedure 2002, 6004 and 6006 Authorizing and Approving (A) The Sale of Purchased Assets Free and Clear of Liens and Other Interests and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases (D.I. 280 in <u>In re Lehman Brothers Holdings Inc.</u> , No. 08-13555 (JMP) (Bankr. S.D.N.Y.)).
D	Reply Memorandum Of Barclays Capital Inc. In Further Support Of Motion Of Barclays Capital Inc. To Enforce The Sale Order And Secure Delivery Of All Undelivered Assets (D.I. 8076 in <u>In re Lehman Brothers Holdings Inc.</u> , No. 08-13555 (JMP) (Bankr. S.D.N.Y. April 5, 2010)).
E	Order Under 11 U.S.C. §§ 105(a), 363, and 365 and Federal Rules of Bankruptcy Procedure 2002, 6004 and 6006 Authorizing and Approving (A) The Sale of Purchased Assets Free and Clear of Liens and Other Interests and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases, dated September 19, 2008 (D.I. 258 in <u>In re Lehman Brothers Holdings Inc.</u> , No. 08-13555 (JMP) (Bankr. S.D.N.Y.)).
F	ISDA Master Agreement, dated January 16, 1997, with Schedule to Master Agreement and Credit Support Annex to Schedule to Master Agreement (Exhibit D to D.I. 4485 in <u>In re Lehman Brothers Holdings Inc.</u> , No. 08-13555 (JMP) (Bankr. S.D.N.Y.)).

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 16, 2010, in New York, New York.

/s/ Ari D. MacKinnon
ARI D. MACKINNON